

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

Name of foundation **THE PHILLIPS FOUNDATION, INC** A Employer identification number **52-1707001**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1 MASSACHUSETTS AVENUE, NW **600** B Telephone number **(202) 216-0600**

City or town, state, and ZIP code
WASHINGTON, DC 20001 C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) **MODIFIED CASH BASIS** F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 67,491. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	635,491.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	141.	141.		STATEMENT 1
4	Dividends and interest from securities	5,657.	5,657.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	16,845.			
b	Gross sales price for all assets on line 6a	296,450.			
7	Capital gain net income (from Part IV, line 2)		16,845.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	33,200.	-4,134.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	691,334.	18,509.	0.	
13	Compensation of officers, directors, trustees, etc.	316,064.	0.	0.	316,064.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	333.	0.	0.	333.
b	Accounting fees STMT 5	15,400.	3,080.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy	7,500.	0.	0.	0.
21	Travel, conferences, and meetings	13,875.	0.	0.	13,875.
22	Printing and publications	22,960.	0.	0.	22,960.
23	Other expenses STMT 6	293,617.	3,418.	0.	195,987.
24	Total operating and administrative expenses. Add lines 13 through 23	669,749.	6,498.	0.	549,219.
25	Contributions, gifts, grants paid	292,000.			292,000.
26	Total expenses and disbursements. Add lines 24 and 25	961,749.	6,498.	0.	841,219.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-270,415.			
b	Net investment income (if negative, enter -0-)		12,011.		
c	Adjusted net income (if negative, enter -0-)			0.	

SCANNED FEB 12 2013

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	71,784.	55,446.	55,446.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	280,607.			
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 7	40,212.	12,045.	12,045.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	392,603.	67,491.	67,491.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted	392,603.	67,491.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31	27 Capital stock, trust principal, or current funds			
		28 Paid-in or capital surplus, or land, bldg., and equipment fund			
		29 Retained earnings, accumulated income, endowment, or other funds			
		30 Total net assets or fund balances	392,603.	67,491.	
	31 Total liabilities and net assets/fund balances	392,603.	67,491.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	392,603.
2 Enter amount from Part I, line 27a	2	-270,415.
3 Other increases not included in line 2 (itemize) ▶ GRANT REFUNDS	3	1,500.
4 Add lines 1, 2, and 3	4	123,688.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	56,197.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67,491.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 296,450.		279,605.	16,845.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			16,845.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	16,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	924,881.	746,957.	1.238198
2009	949,765.	1,319,496.	.719794
2008	998,720.	1,960,652.	.509382
2007	945,763.	3,927,058.	.240832
2006	826,911.	5,639,089.	.146639

2 Total of line 1, column (d)	2	2.854845
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.570969
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	189,244.
5 Multiply line 4 by line 3	5	108,052.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120.
7 Add lines 5 and 6	7	108,172.
8 Enter qualifying distributions from Part XII, line 4	8	841,219.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	120.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	120.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	120.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	680.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 0. Refunded ☒	11	680.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **THEPHILLIPSFOUNDATION.ORG**

14 The books are in care of **JON HEIMERMAN, TREASURER** Telephone no. **202-216-0600**
 Located at **1 MASSACHUSETTS AVE, NW, STE 600, WASHINGTON, DC** ZIP+4 **20001**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **15** N/A

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

☒

No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

Yes

☒

No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒

Yes

No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

Yes

☒

No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

☒

No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐

Yes

☐

No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐

Yes

☒

No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes

☒

No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐

Yes

☒

No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

☐

Yes

☐

No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		316,064.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
		0.
2		
3		
4		

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	141,486.
b	Average of monthly cash balances	1b	50,640.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	192,126.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	192,126.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,882.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	189,244.
6	Minimum investment return. Enter 5% of line 5	6	9,462.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	9,462.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	120.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	1,154.
c	Add lines 2a and 2b	2c	1,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,188.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,188.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,188.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	841,219.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	841,219.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	120.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	841,099.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				8,188.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	829,176.			
b From 2007	753,392.			
c From 2008	902,089.			
d From 2009	884,388.			
e From 2010	889,107.			
f Total of lines 3a through e	4,258,152.			
4 Qualifying distributions for 2011 from Part XII, line 4: $\blacktriangleright$ \$	841,219.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				8,188.
e Remaining amount distributed out of corpus	833,031.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,091,183.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	829,176.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,262,007.			
10 Analysis of line 9:				
a Excess from 2007	753,392.			
b Excess from 2008	902,089.			
c Excess from 2009	884,388.			
d Excess from 2010	889,107.			
e Excess from 2011	833,031.			

N/A

- (4) Gross investment income**

[illegible]

2011.05040 THE PHILLIPS FOUNDATION, IN 70649261

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALEKSANDRA KULCZUGA 1026 S. HARVEY OAK PARK, IL 60304	NONE	N/A	FELLOWSHIP GRANTS	5,000.
ASHLEY MCGUIRE 3930 CONNECTICUT AVE NW, #103-H WASHINGTON, DC 20008	NONE	N/A	FELLOWSHIP GRANTS	15,000.
CAITRIN NICOL 3649 MALIBU CIRCLE, #209 FALLS CHURCH, VA 22041	NONE	N/A	FELLOWSHIP GRANTS	2,500.
CHARLES C. JOHNSON 315 N. CHAPEL AVENUE, #6 ALHAMBRA, CA 91801	NONE	N/A	FELLOWSHIP GRANTS	6,500.
CHRISTINE WON 102 STEEPLE DRIVE BUFFALO GROVE, IL 60089	NONE	N/A	FELLOWSHIP GRANTS	5,000.
Total			SEE CONTINUATION SHEET(S)	292,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | x |
| | (2) Other assets | 1a(2) | x |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | x |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | x |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | x |
| | (4) Reimbursement arrangements | 1b(4) | x |
| | (5) Loans or loan guarantees | 1b(5) | x |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | x |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | x |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 12-5-2013 Title: CFD

May the IRS discuss this return with the preparer shown below (see instr.)?
☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	WILLIAM E. TURCO, CPA	<i>William E. Turco</i>	JAN 30 2013		P00369217
	Firm's name ▶ MCGLADREY LLP	Firm's EIN ▶ 42-0714325			
	Firm's address ▶ 9737 WASHINGTONIAN BLVD., #400 GAITHERSBURG MD 20878-7340			Phone no. (301) 296-3600	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DANIEL INDIVIGLIO 2406 WASHINGTON BLVD. ARLINGTON, VA 22201	NONE	N/A	FELLOWSHIP GRANTS	17,500.
DAVID KEYES 277 PARK AVE, 49TH FLOOR NEW YORK, NY 10172	NONE	N/A	FELLOWSHIP GRANTS	2,500.
JILLIAN MELCHIOR 617 W. 141ST ST., APT. 3 NEW YORK, NY 10031	NONE	N/A	FELLOWSHIP GRANTS	30,000.
JOHN MCCORMACK 2221 N. TUCKAHOE STREET ARLINGTON, VA 22205	NONE	N/A	FELLOWSHIP GRANTS	12,500.
KATHERINE TIMPF 2413 FIRST ST. NW WASHINGTON, DC 20001	NONE	N/A	FELLOWSHIP GRANTS	2,500.
MARY ROSE SOMARRIBA 5429 CONNECTICUT AVE., NW, #404 WASHINGTON, DC 20015	NONE	N/A	FELLOWSHIP GRANTS	2,500.
MAX BORDERS 4701 MONTEREY OAKS BLVD., #1434 AUSTIN, TX 78749	NONE	N/A	FELLOWSHIP GRANTS	17,500.
MEG MCDONNELL 707 20TH ST. S. ARLINGTON, VA 22202	NONE	N/A	FELLOWSHIP GRANTS	35,000.
MICHAEL WARREN 2221 N. TUCKAHOE STREET ARLINGTON, VA 22205	NONE	N/A	FELLOWSHIP GRANTS	2,500.
NATHAN HARDEN 6240 HILLSBORO PK NASHVILLE, TN 37215	NONE	N/A	FELLOWSHIP GRANTS	17,500.
Total from continuation sheets				258,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHERYL BLUNT 3460 14TH ST., NW, APT. 236 WASHINGTON, DC 20010	NONE	N/A	FELLOWSHIP GRANTS	2,500.
TATE WATKINS 717 RIVERCREST PASS NASHVILLE, TN 37214	NONE	N/A	FELLOWSHIP GRANTS	2,500.
TONY GONZALEZ 1407 CALVIN AVENUE, APT. B NASHVILLE, TN 37206	NONE	N/A	FELLOWSHIP GRANTS	6,500.
ZACHARY JANOWSKI 72 ROBINDALE DR. PLANTSVILLE, CT 06479	NONE	N/A	FELLOWSHIP GRANTS	3,000.
JANE ABEL 365 HUXLEY DRIVE AMHERST, NY 14426	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
ALISON BAKER 5524 MYRTLE HILL DRIVE W LAKELAND, FL 33811	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
NICHOLAS BARBKNECHT 604 E COLLEGE AVE. BOX 2304 MANCHESTER, IN 46962	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	3,500.
DEREK BEKEBREDE 107 WICKFIELD DRIVE LOUISVILLE, KY 40245	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
MATTHEW BOOTHE 8211 DAVINGTON DRIVE DUBLIN, OH 43017	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
CORINA CAPPABIANCA 138 MATTHEW FARMS ROAD BELLE MEAD, NJ 08502	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOHN CASSIL 896 EBENEZER CHURCH ROAD STATE ROAD, NC 28676	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
CAMERON CAWTHORNE 104 CONNECTICUT AVE LYNCHBURG, VA 24502	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
LEE COHEN 54376 COUNTRY ROAD 8 MIDDLEBURY, IN 46540	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
EMILY DANIELS 1314 HUFFMAN DRIVE SOUTH BEND, IN 46614	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
SARAH E. DAVIS 541 SANDY OAKS BLVD. ORMOUND BEACH, FL 32174	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
ELIZABETH DAVIS 616 S COTTINGHAM AVENUE COYLE, OK 73072	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
TIMOTHY DUFFY JR. 5177 S 19TH STREET MILWAUKEE, WI 53222	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
AURORA GRIFFIN 31351 GLENBRIDGE ROAD WESTLAKE VILLAGE, PA 19008	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
JOSHUA HABURSKY 5218 EAST LAKE ROAD ERIE, PA 16511	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
VIRGINIA HAGGERTY 3309 TIMBER RIDGE WILLIAMSBURG, GA 30062	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANNA MARIA HOFFMAN 21 ALTIMIRA TRABUCO CANYON, CA 91361	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
DAVID HOOGLMOED 6475 BRIDLEWOOD CT ADA, MI 49301	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
KATIE JOHNSON 621 SMALL FARM ROAD MUKWENAGE, WI 53149	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
EMILY JONES 1855 EAU CLAIRE CT. OLDSMAR, WI 53149	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
RAJ KANNAPPAN 28 AMY DRIVE NORTH BRUNSWICK, NJ 08902	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
MARY KATE KELLEDY 5847 ZAPATA PLACE ALTA LOMA, CA 75791	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
KAYLYN KRZEMIEN 709 FORDS LANDING ALEXANDRIA, VA 22314	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	3,000.
ASHLEY LAUGHLIN 4801 RUTHERFORD ROAD POWELL, OH 43065	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
SHANNON LEONARD 9030 OLD BUCKBOARD LANE SUN VALLEY, CA 91352	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
WILLIAM CHARLES MALONEY 10403 DUNN MEADOW ROAD VIENNA, VA 22182	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JASON MANWARREN 135 MIDDLEBORO AVE MISHAWAKA, IN 46544	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
BRENDAN MARASCO 65 LEMOYNE AVE WASHINGTON, PA 15301	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
MATTHEW MENENDEZ 1208 TURNBERRY RIDGE CT. CHESTERFIELD, MO 63005	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
DAID MILSTEIN 6628 ARROYO DRIVE IRVINE, VA 22102	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
OLIVIA O'MALLEY 21 SURREY LANE TOPSFIELD, MA 01983	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
DARREN RAMALHO 325 HILL VEIW LANE COLINGA, CA 93210	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
KEVIN REAGAN 748 VIKINGS ESTATES DR. MABLETON, GA 30126	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
JEFFERY ROBIN 10823 LOCH LOMOND DR. WHITTIER, CA 90606	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
CHELSEA RUDIGER 5895 CTY RD K AMHERST, WI 54406	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,500.
CHRISTINE ROUSSELLE 35 HORSESHOE DR. SCARBOROUGH, ME 04074	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEFFERY RUNNELS 1625 MARTIN BLUFF RD. GAUTIER, MS 39553	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
ASLINN SCOTT 31924 RUBY RANCH RD. EVERGREEN, CO 80439	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
KYLE SMITH 2955 COOKS MEADOW DR. NE GRAND RAPIDS, MI 49525	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
DANE STIER 29 CHELMAR DR. PRINCETON, IL 61356	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	2,500.
AMANDA SWYSGOOD RT. 1 BOX 827 URBANA, MO 65767	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
CHRISTIAN TURNER 10 LONE PINE WAY COLORADO SPRINGS, CO 80919	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
BRIANNA WALDEN 70060 STAGE RD. NORTH BEND, OR 97459	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
JEREMY WENTZEL 309 MORRIS HALL CRAWSFORDVILLE, IN 47933	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,000.
ZACHARY WESTON 3026 DEAN LAKE AVE NE GRAND RAPIDS, MI 49525	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	1,500.
MELANIE WILCOX 6306 GLENDORA AVE DALLAS, TX 75230	NONE	N/A	RONALD REAGAN COLLEGE LEADERS PROGRAM	5,000.
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THE PHILLIPS FOUNDATION, INC

52-1707001

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
THE PHILLIPS FOUNDATION, INC	52-1707001

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN M. CORKERY 9502 NELSON LANE MANASSAS, VA 20110	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	BAKER & HOSTETLER 1050 CONNECTICUT AVE NW, #1100 WASHINGTON, DC 20036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	BRADLEY FOUNDATION 1241 N. FRANKLIN PLACE MILWAUKEE, WI 53202	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	DIANA DAVIS SPENCER FOUNDATION 3 BETHESDA METRO CENTER SUITE 118 BETHESDA, MD 20814	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	HSP DIRECT 13755 SUNRISE VALLEY DRIVE, SUITE 450 HERNDON, VA 20171	\$ 34,284.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	KOCH FOUNDATION 1515 N COURTHOUSE ROAD, SUITE 200 ARLINGTON, VA 22201	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE PHILLIPS FOUNDATION, INC	52-1707001

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MCCORMICK FOUNDATION 205 N. MICHIGAN AVE., SUITE 4300 CHICAGO, IL 60601	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	NEWS CORPORATION FOUNDATION 1211 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK, NY 10036	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	MRS. ROBERT NOVAK 1750 PENNSYLVANIA AVENUE NW, #203 WASHINGTON, DC 20006	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	THE LESLY & PAT SAJAK FOUNDATION 301 N. LAKE AVENUE, SUITE 900 PASADENA, CA 91101	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	TOM PHILLIPS REVOCABLE TRUST 1 MASSACHUSETTS AVENUE, NW, STE 600 WASHINGTON, DC 20001	\$ 290,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
12	WILLIAM LEE HANLEY 250 JUNGLE ROAD PALM BEACH, FL 33480	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE PHILLIPS FOUNDATION, INC

52-1707001

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE PHILLIPS FOUNDATION, INC

52-1707001

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a COLUMBIA STRATEGIC INVESTOR FUND CLASS Z SHARES		P	03/20/06	03/27/12
b COLUMBIA STRATEGIC INVESTOR FUND CLASS Z SHARES		P	03/20/06	03/05/12
c COLUMBIA STRATEGIC INVESTOR FUND CLASS Z SHARES		P	03/20/06	02/01/12
d COLUMBIA STRATEGIC INVESTOR FUND CLASS Z SHARES		P	03/20/06	01/10/12
-e COLUMBIA STRATEGIC INVESTOR FUND CLASS Z SHARES		P	03/20/06	12/05/11
f COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		P	07/29/08	03/27/12
g COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		P	07/29/08	03/05/12
-h COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		P	07/29/08	02/01/12
i COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		P		12/06/11
j COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		P	07/29/08	12/05/11
k COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES		P	01/05/05	03/27/12
l COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES		P	01/05/05	03/05/12
m COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		P	02/13/06	03/27/12
n COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		P	02/13/06	03/05/12
o COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		P	02/13/06	02/01/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,425.		4,930.	495.
b 5,387.		5,032.	355.
c 3,000.		2,950.	50.
d 5,000.		5,092.	-92.
e 10,000.		10,372.	-372.
f 3,773.		3,173.	600.
g 3,848.		3,324.	524.
h 2,500.		2,259.	241.
i 300.			300.
j 5,000.		4,593.	407.
k 3,954.		3,668.	286.
l 3,985.		3,834.	151.
m 10,487.		6,891.	3,596.
n 10,309.		7,064.	3,245.
o 8,000.		5,958.	2,042.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			495.
b			355.
c			50.
d			-92.
e			-372.
f			600.
g			524.
h			241.
i			300.
j			407.
k			286.
l			151.
m			3,596.
n			3,245.
o			2,042.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

THE PHILLIPS FOUNDATION, INC

52-1707001

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	P	02/13/06	01/10/12
b COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	P	02/13/06	12/05/11
c EXXON MOBIL CORP COM	P	05/14/12	07/03/12
d ISHARES MSCI EMERGING MKTS INDEX FUND	P	02/28/11	03/29/12
-e ISHARES MSCI EMERGING MKTS INDEX FUND	P	02/28/11	03/07/12
f ISHARES MSCI EMERGING MKTS INDEX FUND	P	02/28/11	02/03/12
g ISHARES MSCI EMERGING MKTS INDEX FUND	P	02/28/11	12/07/11
-h ISHARES MSCI EMERGING MKTS INDEX FUND	P	02/28/11	11/08/11
i PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	03/27/12
j PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	03/05/12
k PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	02/01/12
l PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	01/10/12
m PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	12/05/11
n PIMCO TOTAL RETURN FUND INSTL	P	10/26/06	11/04/11
o PIMCO COMMODITY REALRETURN STRATEGY FUND	P	02/02/10	03/27/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,000.		3,934.	1,066.
b 15,000.		11,465.	3,535.
c 83.		82.	1.
d 2,158.		2,282.	-124.
e 2,226.		2,282.	-56.
f 2,091.		2,282.	-191.
g 5,996.		6,847.	-851.
h 12,352.		13,693.	-1,341.
i 21,246.		19,997.	1,249.
j 21,923.		20,468.	1,455.
k 25,000.		23,404.	1,596.
l 15,000.		14,299.	701.
m 15,000.		14,432.	568.
n 20,000.		19,066.	934.
o 3,813.		4,537.	-724.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,066.
b			3,535.
c			1.
d			-124.
e			-56.
f			-191.
g			-851.
h			-1,341.
i			1,249.
j			1,455.
k			1,596.
l			701.
m			568.
n			934.
o			-724.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

THE PHILLIPS FOUNDATION, INC

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PIMCO COMMODITY REALRETURN STRATEGY FUND		P	02/02/10	03/05/12
b PIMCO COMMODITY REALRETURN STRATEGY FUND		P	02/02/10	02/01/12
c PIMCO COMMODITY REALRETURN STRATEGY FUND		P	02/02/10	01/10/12
d PIMCO COMMODITY REALRETURN STRATEGY FUND		P		12/07/11
-e STRYKER CORP COM		P	01/01/51	07/03/12
f THORNBURG INTL VALUE FUND CL I		P	03/23/10	03/27/12
g THORNBURG INTL VALUE FUND CL I		P	03/23/10	03/05/12
-h THORNBURG INTL VALUE FUND CL I		P	03/23/10	02/01/12
i THORNBURG INTL VALUE FUND CL I		P	03/23/10	12/05/11
j THORNBURG INTL VALUE FUND CL I		P	03/23/10	11/04/11
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,001.		4,592.	-591.
b 2,500.		2,945.	-445.
c 12,921.		15,606.	-2,685.
d 119.			119.
e 432.			432.
f 1,455.		1,355.	100.
g 1,449.		1,356.	93.
h 1,500.		1,478.	22.
i 5,000.		5,075.	-75.
j 19,217.		18,988.	229.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-591.
b			-445.
c			-2,685.
d			119.
e			432.
f			100.
g			93.
h			22.
i			-75.
j			229.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	16,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	7.
LEOPARD MEDIA, LLC	134.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	141.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	5,657.	0.	5,657.
TOTAL TO FM 990-PF, PART I, LN 4	5,657.	0.	5,657.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEOPARD MEDIA, LLC K-1	37,334.	0.	0.
LEOPARD MEDIA, LLC K-1	-4,134.	-4,134.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	33,200.	-4,134.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	333.	0.	0.	333.
TO FM 990-PF, PG 1, LN 16A	333.	0.	0.	333.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER PROFESSIONAL FEES	15,400.	3,080.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	15,400.	3,080.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVERTISING	14,533.	0.	0.	14,533.	
ANNUAL AWARDS DINNER	32,936.	0.	0.	32,936.	
MENTOR FEES	2,325.	0.	0.	2,325.	
FELLOWSHIP RETREAT	9,310.	0.	0.	9,310.	
OTHER EXPENSES	233.	0.	0.	0.	
OFFICE SUPPLIES	1,159.	0.	0.	1,159.	
POSTAGE	15,840.	0.	0.	0.	
BANK AND INVESTMENT FEES	3,418.	3,418.	0.	0.	
DUES & SUBSCRIPTIONS	2,500.	0.	0.	2,500.	
FELLOWSHIP EXPENSES	32,079.	0.	0.	32,079.	
COLLEGE LEADERS RECEPTION	9,648.	0.	0.	9,648.	
WEBSITE DEVELOPMENT & MAINTENANCE	1,550.	0.	0.	0.	
FUNDRAISING	91,497.	0.	0.	91,497.	
MEALS & ENTERTAINMENT	303.	0.	0.	0.	
EDITORIAL FEES	2,400.	0.	0.	0.	
TAXES AND FEES	72,896.	0.	0.	0.	
INSURANCE	990.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	293,617.	3,418.	0.	195,987.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEOPARD MEDIA	COST	12,045.	12,045.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,045.	12,045.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS L. PHILLIPS 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	CHAIRMAN TRUSTEE 2.00	0.	0.	0.
JOHN W. FARLEY 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	EXECUTIVE DIRECTOR 2.00	0.	0.	0.
D. JEFFREY HOLLINGSWORTH 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	ASSISTANT SECRETARY 2.00	0.	0.	0.
JON A. HEIMERMAN 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	TREASURER 2.00	0.	0.	0.
KELLYANNE E. CONWAY 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	TRUSTEE 2.00	0.	0.	0.
BECKY NORTON DUNLOP 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	TRUSTEE 2.00	0.	0.	0.
KENNETH Y. TOMLINSON 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	TRUSTEE 2.00	0.	0.	0.
ALFRED S. REGNERY 1 MASSACHUSETTS AVENUE NW, STE 600 WASHINGTON, DC 20001	TRUSTEE 2.00	0.	0.	0.

RONALD E. ROBINSON	TRUSTEE			
1 MASSACHUSETTS AVENUE NW, STE 600	2.00	0.	0.	0.
WASHINGTON, DC 20001				
EAGLE PUBLISHING	MANAGEMENT SERVICES			
1 MASSACHUSETTS AVENUE NW, STE 600	40.00	316,064.	0.	0.
WASHINGTON, DC 20001				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		316,064.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEFF HOLLINGSWORTH
1 MASSACHUSETTS AVENUE, NW, SUITE 620
WASHINGTON, DC 20001

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
202-250-3887	RONALD REAGAN COLLEGE LEADERS SCHOLARSHIP PROGRAM APPLICATION

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED APPLICATION

ANY SUBMISSION DEADLINES

SEE ATTACHED APPLICATION

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED APPLICATION

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN FARLEY
1 MASSACHUSETTS AVENUE, NW, SUITE 620
WASHINGTON, DC 20001

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

202-250-3887

ROBERT NOVAK JOURNALISM FELLOWSHIP PROGRAM

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED APPLICATION

ANY SUBMISSION DEADLINES

SEE ATTACHED APPLICATION

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED APPLICATION

THE PHILLIPS FOUNDATION

2012 Robert Novak Journalism Fellowship Application

Applications must be postmarked by February 21, 2012

Trustees: Thomas L. Phillips, Chairman • Kellyanne E. Conway • Becky Norton Dunlop
Thomas A. Fuentes • Alfred S. Regnery • Ronald E. Robinson

Name	Last	First	Middle	Social Security Number
Home Address				Home Phone Number
Employer				Present Position
Office Address				Office Phone
Annual Salary		Additional Income		Cell Phone
Date of Birth		Citizenship (U S Citizens Only)		E-mail Address
TITLE OR BRIEF DESCRIPTION OF FELLOWSHIP PROPOSAL				
I am interested in a ☐ full-time fellowship ☐ part-time fellowship ☐ no preference				
EDUCATION				
Name and Location of High School				Year of Graduation
College or University				Degree and Year Awarded
College or University				Degree and Year Awarded
PREVIOUS AWARDS AND FELLOWSHIPS				
EMPLOYMENT HISTORY				
Employer	Position	Immediate Supervisor		Date of Employment

ARTICLES OR BOOKS PUBLISHED

REFERENCES

Name	Company	Address	Phone

How did you learn about this program?

Have you ever been convicted of a crime other than a minor traffic offense? ☐ Yes ☐ No

If yes, explain

PLEASE SUBMIT THE FOLLOWING WITH YOUR APPLICATION:

Fellowship Proposal

A single-spaced, typed proposal (not to exceed three pages) describing how you would use the Robert Novak Journalism Fellowship to undertake and complete a journalism project supportive of American culture and a free society. Provide a brief summary of the four installments which would be due over the course of the year. Also include a statement explaining why you are applying for this fellowship. Only one proposal will be accepted from each candidate.

Samples of Your Work

Please enclose five sets of three relevant samples of your work which demonstrates your journalistic abilities and your support of the Foundation's mission to advance constitutional principles, a democratic society and a vibrant economic system based upon private enterprise.

Curriculum Vitae

A typed résumé including details of your work history, educational background, and your commitment to journalism.

Budget Statement

A detailed budget statement listing anticipated fellowship costs directly related to the fellowship, such as travel and research materials. Also indicate what funds, if any, would be available to you during the fellowship year from other sources.

References

Please have three individuals familiar with your work and your fellowship proposal submit a letter of recommendation *directly* to The Phillips Foundation, postmarked by February 21, 2012. List the names and addresses of your references above.

Applicant Signature _____ Date _____

Return completed application with attachments to

The Phillips Foundation
1 Massachusetts Avenue, NW Suite 620
Washington, DC 20001
Attention: John Farley
Phone: 202-677-4633

E-mail: jfarley@thephillipsfoundation.org

Postmark deadline: February 21, 2012

www.thephillipsfoundation.org



Advancing constitutional principles, a democratic society,
and a vibrant free enterprise system.

**The Phillips Foundation Ronald Reagan College Leaders Scholarship Program Application
Academic Year 2012-2013**

Application deadline: January 17, 2012

(Please type or print plainly and clearly. Thank you.)

SPECIAL NOTICE: APPLICATIONS EXCEEDING 25 PAGES CANNOT BE CONSIDERED

Name _____

Date of Birth _____ U.S. Citizen? Yes _____ No _____
(Award open to US citizens only!)

Residence Address _____

Mailing Address (if different from above) _____

Telephone: Residence _____ College _____ Other _____

E-Mail: _____

Name and Address of Institution Attending: _____

Year You Enrolled In School: _____

Year You Expect To Graduate: _____

Current Course Hours This Semester: _____

Current Total Course Hours _____ Student ID # _____

Major Field of Study: _____

Cumulative Grade Point Average _____ As of (Date) _____

List here your extracurricular activities, honors, memberships, leadership positions, and major accomplishments. Use and attach separate sheet or a resume as necessary.

List here your "top three" leadership accomplishments. Use a separate sheet if necessary.

PLEASE SIGNIFY BY (X) THAT THE FOLLOWING ARE ATTACHED TO THIS APPLICATION:

- ☐ Dean's or Registrar's certification of full-time enrollment in good standing
- ☐ Written narrative (500 words minimum, 750 words maximum) describing your personal background, career objectives, and scope of participation in activities promoting the cause of freedom, American values, and Constitutional principles and addressing the ideological climate at your school. Your essay should focus on how you have made or are making significant contributions toward promoting these ideals as a leader at your school and in your community.
- ☐ Supporting documentation for your application and essay, such as newspaper articles, videotapes or audiotapes, letters, or other materials offering evidence of your activism and leadership on campus and community leadership. Avoid binders, report covers, etc. ***Avoid sending original items. They cannot be returned.***
- ☐ Minimum of two letters of reference or recommendation. NOTE: Letters must be signed, and should be on letterhead.

VOLUNTARY INFORMATION

- ☐ I hereby authorize the Trustee Selection Committee to review my profile(s) on Facebook and/or MySpace via access through the following link(s). I understand that The Phillips Foundation guarantees that any information contained in my profile(s) will be kept private
- ☐ I have enclosed a graded essay/composition/term paper/exam that highlights my ideological, political, or philosophical beliefs.

APPLICANT'S CERTIFICATION OF UNDERSTANDING

I understand that if I am selected to receive a Ronald Reagan College Leaders Scholarship Program award, I must earn satisfactory grades at the end of the preceding term which will qualify me, according to my institution's standards, to enroll in the next term full-time and continue without restrictions (e.g., academic probation, disciplinary sanctions, course load reductions) as an undergraduate degree candidate.

Signature _____ Date _____

***THIS APPLICATION, WITH ALL ACCOMPANYING MATERIALS,
MUST BE POSTMARKED ON OR BEFORE JANUARY 17, 2012***

Send to:

The Phillips Foundation

1 Massachusetts Avenue, NW, Suite 620

Washington, DC 20001

Attn.: Jeff Hollingsworth

Tel. 202-250-3887 ext. 628

E-mail: jhollingsworth@thephillipsfoundation.org